

RECORDATION NO. 15611-FILED F

LAW OFFICES

ROSS & HARDIES

JAN 8 '99

10-20 AM

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

150 NORTH MICHIGAN AVENUE
CHICAGO, ILLINOIS 60601-7567

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WRITER'S DIRECT LINE: (312) 750-8655
WRITER'S DIRECT FAX: (312) 920-6161
WRITER'S EMAIL: susan.lichtenfeld@rosshardies.com

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65 EAST 55TH STREET
NEW YORK, NEW YORK 10022-3219
212-421-5555

580 HOWARD AVENUE
SOMERSET, NEW JERSEY 08873
732-563-2700

888 SIXTEENTH STREET, N.W.
WASHINGTON, D.C. 20006-4103
202-296-8600

SUSAN G. LICHTENFELD

January 6, 1999

VIA OVERNIGHT DELIVERY

Mr. Vernon A. Williams
Secretary
Office of the Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Attention: Janice Fort, Room 704

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two original executed copies and two photostatic copies of a Lease Termination, dated as of January 4, 1999 (the "Lease Termination"), between Citicorp North America, Inc. ("Citicorp") and CSX Transportation, Inc. ("CSXT"), which Lease Termination is a secondary document as defined in the Commission's Rules for the Recordation of Documents. The Lease Termination relates to that certain Equipment Lease, dated as of March 1, 1988 (the "Lease"), between Citicorp and CSXT, which was filed with the Interstate Commerce Commission on April 27, 1988 and assigned recordation number 15611. The Lease is a primary document to which the Lease Termination relates.

The names and addresses of the parties to the enclosed are:

Citicorp: Citicorp North America, Inc.
450 Mamaroneck Ave.
4th Floor
Harrison, New York 10528

Mr. Vernon A. Williamis
January 6, 1999
Page 2

CSXT: CSX Transportation, Inc.
500 Water Street J-220
Jacksonville, Florida 32202

A description of the railroad equipment covered by the enclosed document is set forth in the Lease Termination.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped original copy and the two stamped photostatic copies of the enclosed document and one stamped photostatic copy of this letter to Susan G. Lichtenfeld, Ross & Hardies, 150 N. Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Secondary Document to be Recorded

Lease Termination, dated as of January 4, 1999, between Citicorp North America, Inc. and CSX Transportation, Inc., relating to 929 covered hopper cars.

Primary Document to which it Relates

Equipment Lease, dated as of March 1, 1988, between Citicorp North America, Inc., as Lessor, and CSX Transportation, Inc. as Lessee, recorded with the Interstate Commerce Commission on April 27, 1988 and assigned recordation number 15611.

Very truly yours,


Susan G. Lichtenfeld

SGL/vgc
w/encl.

cc: Robert W. Kleinman
Joseph A. McQuade

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Susan G. Lichtenfeld
Ross & Hardies
150 North Michigan Avenue
Chicago, Illinois 60601-7567

Date: 1/8/99

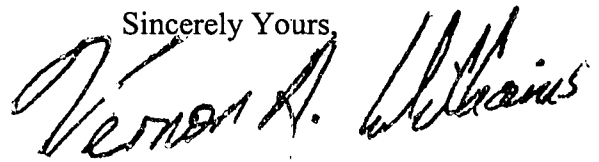
Dear Madam:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.

11301 and CFR 1177.3 (c), on 1/8/99 at 10:20AM, and

assigned recordation numbers (s):15611- F.

Sincerely Yours,



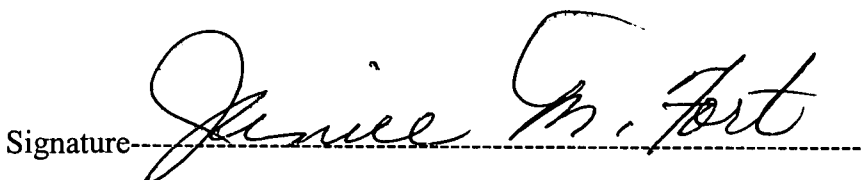
Vernon A. Williams

Enclosure(s)

26.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



RECORDATION NO. 15611-F FILED

JAN 8 '99

10-20 AM

LEASE TERMINATION

THIS LEASE TERMINATION is made and entered into as of the 4th day of January, 1999 by and between CITICORP NORTH AMERICA, INC. ("CITICORP"), a Delaware corporation, and CSX TRANSPORTATION, INC. ("CSXT"), a Virginia corporation.

WITNESSETH:

WHEREAS, CSXT is the lessee of 929 covered hopper cars (the "Cars") under the Equipment Lease dated as of March 1, 1988 (the "Lease") between CSXT and Citicorp;

WHEREAS, the Lease was duly recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 27, 1988 under Recordation Number 15611;

WHEREAS, the parties hereto desire to terminate the Lease on and as of the date hereof.

NOW, THEREFORE, for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto, intending to be legally bound hereby, agree as follows:

The Lease is hereby terminated on and as of the date hereof and CSXT shall have no further obligations under the Lease with respect to any period occurring after the date hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Lease Termination to be executed by their respective officers thereunder duly authorized as of the day and year first above written.

CITICORP NORTH AMERICA, INC.

By: Bradford Holley
Name: BRADFORD HOLLEY
Its: VICE PRESIDENT

CSX TRANSPORTATION, INC.

By: [Signature]
Name: JAMES FITZES
Title: ASST TREASURER

STATE OF NEW YORK)

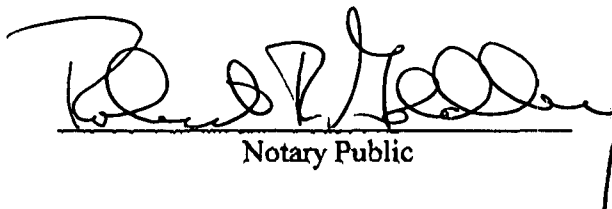
) SS.

COUNTY OF WESTCHESTER)

known to be

On this 5TH day of JANUARY, 1997, before me, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named BRADFORD HOLLEY to me a VICE PRESIDENT of Citicorp North America, Inc., a Delaware corporation, and duly authorized by authority of the board of directors or the by-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

5TH IN WITNESS WHEREOF, I have hereunto set my hand and official seal this
day of JANUARY, 1997.


Notary Public

My Commission Expires:

ROBERT R. GOLDBERG
Notary Public, State of New York
No. 4690571
Qualified in Westchester County
Commission Expires November 30, 1999

STATE OF FLORIDA)
) SS.
COUNTY OF DUVAL)

On this 29th day of December, 1998, before me, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James Willey to me an Assistant Treasurer of CSX Transportation, Inc., a Virginia corporation, and duly authorized by authority of the board of directors or the by-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this
29th day of December, 1998.



JOYCE ANN DOLAN
Comm. No. CC 421705
My Comm. Exp. Jan. 9, 1999
Bonded thru Pichard Ins. Agcy.

Joyce Ann Dolan
Notary Public

My Commission Expires:

January 9, 1999